

DECLARATION AND NOTICE OF POOLED UNIT

RANDY MCDOWELL B UNIT

This Declaration and Notice of Pooled Unit dated March 5, 2010, is executed to be effective as of October 21, 2009, by the undersigned parties, who collectively own the leasehold estates created under those certain oil and gas leases and any renewals, extensions, ratifications and amendments thereof which are more particularly described on Exhibit "A" attached hereto and incorporated herein by reference for all purposes (the "Leases"), or who are the owners of an interest in the oil and gas estate in the lands described in the Leases, who join in the execution hereof to evidence their consent to the pooling, unitization and combination of the Leases and oil and gas estates herein described.

RECITALS

WHEREAS, each of the Leases authorizes the lessee thereunder to pool, unitize or combine all or a portion of the lands covered thereby with other land and leases, to form a pooled unit for the exploration, development and production of oil, gas and associated and constituent hydrocarbons from the lands covered by the Leases; and

WHEREAS, the pooling, unitization and combination of the Leases and oil and gas estates to the extent necessary to form the hereinafter described pooled unit are necessary and advisable in the judgment of the undersigned to efficiently and effectively develop the oil and gas rights within such unit.

NOW, THEREFORE, in order to establish and provide proper notice for the creation of the hereinafter described unit, the undersigned hereby declare as follows:

1. **Declaration of Unit:** In accordance with the provisions of the Leases, the undersigned do hereby declare, pool, unitize and combine the Leases, including all renewals, extensions, ratifications and amendments thereof, and the lands covered thereby and the oil and gas estates therein, to the extent necessary to form and create a pooled unit as described below. Production from the unit shall be allocated among all of the Leases and tracts within the unit in the proportion that the number of surface acres of each lease and tract included within the unit bears to the total number of surface acres in the unit, as described in Exhibit "A".
2. **Unit Name:** The pooled unit created hereby shall be known as the "**Randy McDowell B Unit**" ("the Unit").
3. **Description of Unit:** The Unit shall consist of **550.115279 acres**, more or less, being all or a portion of the Leases listed on Exhibit "A" INsofar AND ONLY INsofar as the Leases fall within the boundary more particularly described and depicted on Exhibit "B", which is attached hereto and incorporated herein by reference for all purposes. This Declaration and Notice of Pooled Unit covers all production from the lands described on Exhibit "A" and Exhibit "B" which is produced from any well drilled within the Unit.
4. **Effect of Pooled Unit:** The effect of this Declaration and Notice of Pooled Unit shall be that operations and/or production (or the equivalent as in the case of shut-in payments) anywhere within the

5. Right to Amend. The undersigned hereby expressly reserve the right, from time to time, to amend this Declaration and Notice of Pooled Unit, and the respective terms and provisions hereof, and to change the size and area of, and interests covered by the Unit, including without limitation, the power (i) to change, reduce, enlarge or extend the size or configuration of the Unit; (ii) to include in the Unit additional lands and oil and gas leases, or interests in the lands described therein, covering interests in the Unit, which are secured or obtained subsequent to the date hereof, or prior to the date hereof and not included and described herein; (iii) to include in the Unit full or undivided interests in the Unit which are not otherwise included herein by the respective owner of such full or undivided interests; and (iv) to change the allocation of oil and gas production attributable to the various lands, leases and owners thereof to conform with (i) – (iii) above.

6. Dissolution of Unit: The Unit formed hereby may be dissolved by Chesapeake Appalachia, L.L.C., acting as the Operator of the Unit, with the consent of the undersigned, at any time by filing an appropriate instrument of record in Marshall County, West Virginia, after any failure to establish unit production or after cessation of operations upon the Unit.

7. Binding upon Assigns and Successors: This instrument shall bind, inure to the benefit of, and be exercised by heirs, assigns, and successors in interest of all parties.

8. Counterparts This document may be executed in one or more counterparts, each of which will be deemed to be an original for all purposes and all of which, when taken together, will be deemed to constitute one and the same document as if all signatures were included therein. The failure of one or more of the signatory parties listed below to execute this instrument or a counterpart thereof shall not in any manner affect the validity of same as to the parties who do execute this instrument.

9. Effective Date: This Unit shall remain in force from the effective date listed hereinabove and for as long as oil and gas are being produced from the Unit, or so long as the Leases are maintained in force and effect by payment or tender of shut-in royalties, or by other means, in accordance with the terms and provisions of the Leases.

EXECUTED by the undersigned parties on the respective dates of acknowledgment hereof. to be effective for all purposes as of the date first above written.

Jan Pest
MARSHALL County 01:06:58 PM
Instrument No 1262803
Date Recorded 03/12/2010
Document Type O&G
Pages Recorded 5
Book-Page 696-213
Recording Fee \$5.00
Additional \$6.00

Chesapeake Appalachia, L.L.C.
an Oklahoma limited liability company

By: 
Henry J. Hood, Senior Vice President --
Land and Legal & General Counsel

Statoil USA Onshore Properties Inc.

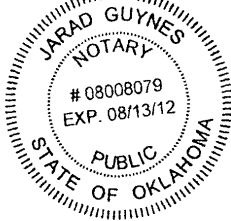
By: 
M.K. Williams – Land Manager – Onshore Gas

CORPORATE ACKNOWLEDGMENT

STATE OF OKLAHOMA)
) SS:
 COUNTY OF OKLAHOMA)

On this, the 3rd day of March, 2010, before me Jarad Guynes, the undersigned officer, personally appeared Henry J. Hood, who acknowledged himself to be the Senior Vice President – Land and Legal & General Counsel of Chesapeake Appalachia, L.L.C., an Oklahoma limited liability company, and that he as such Senior Vice President – Land and Legal & General Counsel, being authorized to do so, executed the foregoing instrument for the purpose therein contained by signing the name of the limited liability company by himself as Senior Vice President – Land and Legal & General Counsel.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



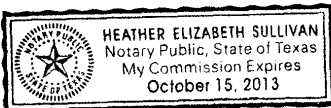
My Commission Expires: 8/13/12
 Signature/Notary Public: [Signature]
 Name/Notary Public (print): Jarad Guynes

CORPORATE ACKNOWLEDGMENT

STATE OF Texas)
) SS:
 COUNTY OF Harris)

On this, the 10th day of March, 2010, before me Heather Elizabeth Sullivan, the undersigned officer, personally appeared M.K. Williams, who acknowledged himself to be the Land Manager – Onshore Gas of Statoil USA Onshore Properties Inc., a corporation, and that he as such Land Manager – Onshore Gas, being authorized to do so, executed the foregoing instrument for the purpose therein contained by signing the name of the corporation by himself as Land Manager – Onshore Gas.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



My Commission Expires: 10-15-13
 Signature/Notary Public: [Signature]
 Name/Notary Public (print): Heather Elizabeth Sullivan

This document prepared by:
 Chesapeake Appalachia, LLC
 6100 N. Western Avenue
 P.O. Box 18496
 Oklahoma City, OK 73118

EXHIBIT "A"

Attached to and made a part of the Declaration and Notice of Pooled Unit dated March 5, 2010, is executed to be effective as of October 21, 2009

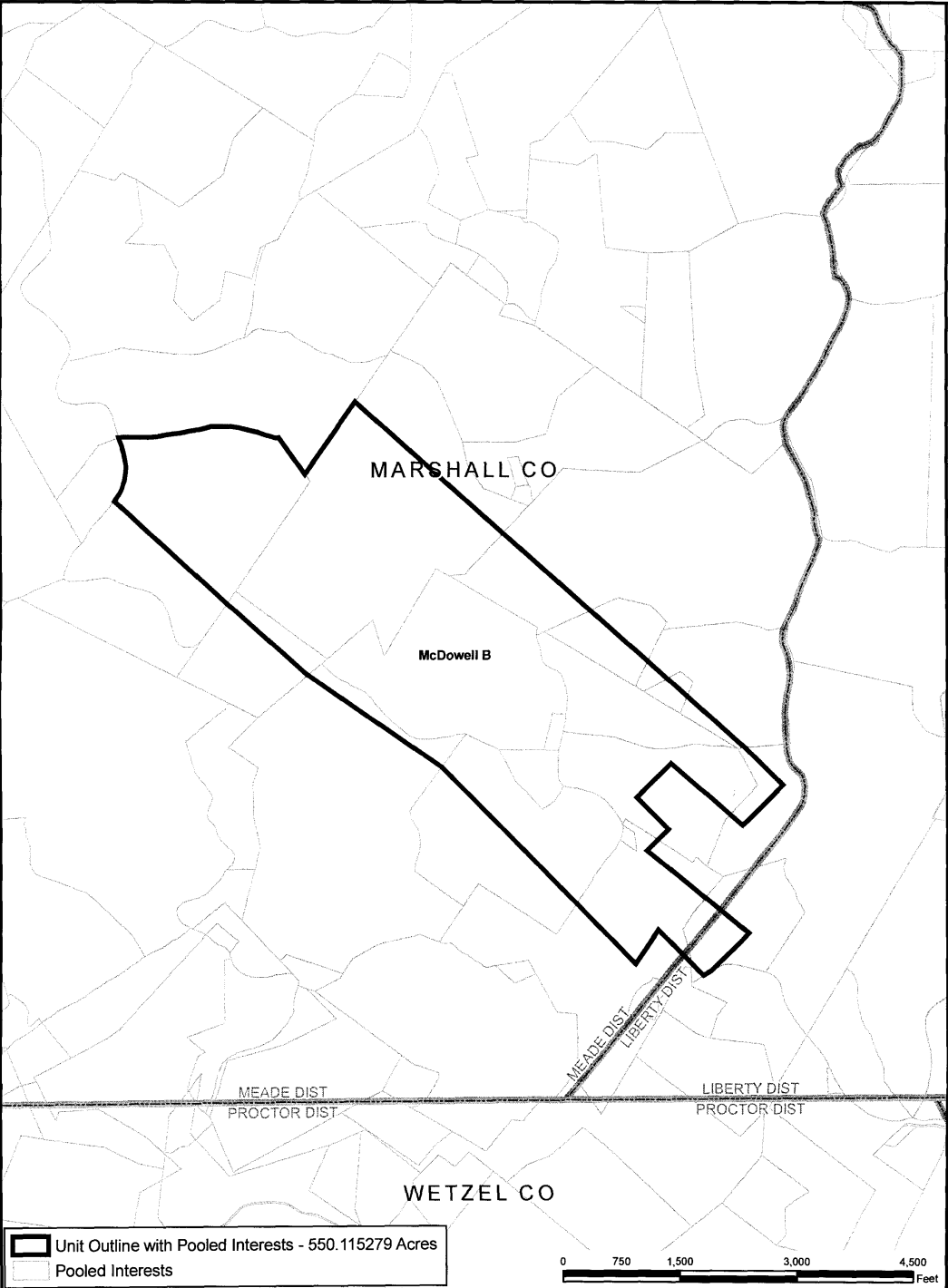
Randy McDowell B Unit
Marshall County, West Virginia

Chesapeake Lease #	Lessor	Lessee	Lease Date	Recording Info	Tax ID#	Lease Acreage	Acreage in Unit
1-238995-001	WALTER MCDOWELL	CHESAPEAKE APPALACHIA, L.L.C.	4/9/2007	Book 659, Page 385	TMP 9-19-26 & 11	180.00	4.5279
1-238995-002	DORIS E. PYLES	CHESAPEAKE APPALACHIA, L.L.C.	4/12/2007	Book 659, Page 529	TMP 9-19-26 & 11	180.00	4.5279
1-238995-003	MARGARET J. MCDOWELL	CHESAPEAKE APPALACHIA, L.L.C.	4/10/2007	Book 659, Page 533	TMP 9-19-26 & 11	180.00	4.5279
1-238995-004	DENNIS M. MCDOWELL	CHESAPEAKE APPALACHIA, L.L.C.	5/2/2007	Book 660, Page 276	TMP 9-19-26 & 11	180.00	1.5093
1-238995-005	RAY MCDOWELL	CHESAPEAKE APPALACHIA, L.L.C.	4/13/2007	Book 660, Page 414	TMP 9-19-26 & 11	180.00	4.5279
1-238995-006	CHARLOTTE S. SZARFAN	CHESAPEAKE APPALACHIA, L.L.C.	5/8/2007	Book 660, Page 280	TMP 9-19-26 & 11	180.00	1.5093
1-238995-007	RICHARD W. MCDOWELL	CHESAPEAKE APPALACHIA, L.L.C.	5/16/2007	Book 660, Page 599	TMP 9-19-26 & 11	180.00	1.5093
1-240898-000	GEORGE N. YOHO	MANUFACTURERS LIGHT AND HEAT CO	1/3/1962	Book 353, Page 103	TMP 7-29-8, 9, 10 & 11	280.00	9.7509
1-240899-000	GEORGE YOHO, ET UX	VALLEY RUN OIL TRUST	1/19/1929	Book 309, Page 258	TMP 9-21-7 & 8	107.00	53.0069
1-285111-001	REXINE WEST	CHESAPEAKE APPALACHIA, L.L.C.	7/29/2009	Book 687, Page 200	TMP 9-21-7	10.00	0.0890
1-243371-000	AUSTIE ROBINSON, ET AL	MANUFACTURERS LIGHT AND HEAT CO	1/28/1960	Book 342, Page 47	TMP 9-21-6	100.00	49.4889
1-243376-000	RHODA MCDOWELL, ET AL	MANUFACTURERS LIGHT AND HEAT CO	1/22/1962	Book 354, Page 40	TMP 9-21-9, 9.1 & 9.3	129.00	39.5120
1-254870-000	MYRL E. GILBERT, ET UX	MANUFACTURERS LIGHT AND HEAT CO	3/10/1958	Book 336, Page 360	TMP 9-19-15	21.00	12.0654
1-254878-000	MYRL E. GILBERT, ET UX	MANUFACTURERS LIGHT AND HEAT CO	3/10/1958	Book 329, Page 214	TMP 9-19-12 & 13	54.00	7.8876
1-254909-000	HARRY ALLEN, ET UX	HOPE NATURAL GAS COMPANY	4/17/1916	Book 147, Page 287	TMP 9-19-14, 16 & 17	121.34	121.3400
1-254977-000	STELLA ROBINSON, ET AL	MANUFACTURERS LIGHT AND HEAT CO	1/28/1960	Book 342, Page 51	TMP 9-19-18 & 27	200.00	136.7472
1-289563-000	DAVID A. MASON	MOUNTAIN LINK ASSOCIATES, INC.	4/7/2007	Book 658, Page 626	TMP 9-21-5 & 3	198.00	9.4195
1-271702-000	ROBERT G. WADE, ET UX	CHESAPEAKE APPALACHIA, L.L.C.	3/4/2009	Book 660, Page 620	TMP 9-19-19	126.45	88.1683
						Total Acres	550.115279

EXHIBIT "B"

Attached to and made part of the Declaration and Notice of Pooled Unit dated March 5, 2010, is executed to be effective as of October 21, 2009, by and between Chesapeake Appalachia, L.L.C. and Statoil USA Onshore Properties Inc.

BOOK 0696 PAGE 0217



Unit Plat

**McDowell B Common Pad
Marshall Co., WV**

1 inch = 1,500 feet

Date: 3/5/2010

Projection: NAD 1983 UTM Zone 17N



X:\GIS\Land\Eastern Division\Central District\UNIT\McDowell B\McDowell_B_DPU.mxd

STATE OF WEST VIRGINIA, MARSHALL COUNTY, SCT.:

I, JAN PEST, Clerk of the County Commission of said County, do hereby certify that the annexed writing, bearing date on the 5th day of March 2010, was presented for and by me, admitted to record in my office upon the above certificate as to the parties therein named this 12th day of March 2010 at 1:06 o'clock P.M.

TESTE: Jan Pest Clerk.